

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re)	
)	Chapter 11
Ziff Davis Media Inc., <i>et al.</i> , ¹)	
)	Case No. 08-10768 (BRL)
)	
Reorganized Debtors.)	Jointly Administered
)	

**ORDER APPROVING THE SETTLEMENT BETWEEN THE
REORGANIZED DEBTORS AND ENTERPRISE MEDIA GROUP, INC.**

Upon the motion (the “Motion”) of the above-captioned reorganized debtors (collectively, the “Reorganized Debtors”) seeking entry of an order (this “Order”) approving the Settlement between the Reorganized Debtors and Enterprise Media Group, Inc.;² it appearing that the relief requested in the Motion is in the best interests of the Reorganized Debtors and their estates, their creditors and other parties in interest; it appearing that this Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334; it appearing that this proceeding is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); it appearing that venue of this proceeding and this Motion in this District is proper pursuant to 28 U.S.C. §§ 1408 and 1409; due and proper notice of the Motion having been given; and after due deliberation and sufficient cause appearing therefor, it is hereby

ORDERED, the Motion is granted; and it is further

ORDERED, the Settlement is approved and the Reorganized Debtors are hereby authorized to enter into the Settlement Agreement and to execute and deliver any documents necessary to effectuate the Settlement Agreement; and it is further

¹ The Reorganized Debtors in these cases are: Ziff Davis Media Inc.; Ziff Davis Holdings Inc.; Ziff Davis Internet Inc.; Ziff Davis Publishing Inc.; and Ziff Davis Publishing Holdings Inc.

² Capitalized terms used but not defined herein shall have the meanings ascribed to them in the Motion.

ORDERED, the terms and conditions of this Order shall be immediately effective and enforceable upon its entry; and it is further

ORDERED, this Court shall retain jurisdiction to hear and determine all matters arising from the implementation of this Order.

Dated: April 8, 2009
New York, New York

/s/Burton R. Lifland
UNITED STATES BANKRUPTCY JUDGE